MINUTES OF SPECIAL MEETING OF THE STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

A special meeting of the stockholders of United Artists Corporation was held on Tuesday, January 6th, 1942, at the hour of 2:00 o'clock P. M., at Pickfair, in Beverly Hills, California.

Upon roll call it was ascertained that all stockholders were present, in person or by proxy, and that in addition thereto, there were present Edward C. Raftery, President of the corporation, Mr. Laudy Lawrence, Vice-President, George L. Bagnall, Vice-President, and Loyd Wright, the Secretary of the corporation.

By agreement of all present, President Raftery assumed the chair. The chairman announced that all stockholders were present and the meeting was competent to proceed.

The reading of the minutes of the last meeting of the stockholders was, upon motion made, seconded and unanimously carried, dispensed with.

The first matter to be discussed was the probable delivery dates of photoplays. Mr. Chaplin advised Mr. Raftery that he expected THE GOLD RUSH to be shipped within two weeks. Mr. Korda advised the President that JUNGLE BOOK and TO BE OR NOT TO BE would both be shipped on or before February 5th, 1942.

The President presented to the meeting a request from Mr. Sears for authority to enter into a distribution agreement to distribute twelve short subjects made in Canada, tentatively entitled THE WORLD IN ACTION.

Whereupon, on motion duly made, seconded and unanimously carried, it was,

> RESOLVED, that the officers of this corporation be, and they are hereby authorized to enter into a distribution contract for the United States only covering a series of twelve short subjects, tentatively entitled THE WORLD IN ACTION, provided that the owners of said shorts would grant to United Artists Corporation an option to release in the United States additional shorts, the terms for the twelve shorts being 35% distribution fee, the Producer paying for all prints, the terms and conditions of the option being left to the discretion of the Board of Directors.

On motion made by Mr. Selznick, seconded by Mr. Korda, and unanimously carried, it was,

> RESOLVED, that the officers of the corporation be authorized to negotiate with Hal Roach for an extension of the contract covering the production by Roach and distribution by United Artists Corporation of two additional series of eight, each, of the so-called "streamliners"; provided Mr. Roach grant United Artists an option to continue any releasing contract to cover additional photoplays, and for exclusive services of Roach in the making thereof.
>
> B e i t f u r t h e r,
>
> RESOLVED, that the officers should negotiate on the basis of not advancing any funds for the financing or making of said photoplays; but if it becomes necessary that the officers were authorized to leave in the additional features the $100,000.00 last loaned to Roach in the present series;

B e i t f u r t h e r,

RESOLVED, that if United Artists leaves said $100,000.00 with Roach for the production of said photoplays, United Artists should have a profit-sharing participation in the distribution of each of said photoplays, or in lieu thereof, the distribution charge after $250,000.00 per subject should be substantially increased.

B e i t f u r t h e r,

RESOLVED, that the extension agreement, together with the unexpired term of the present agreement, as amended from time to time plus the option periods granted United Artists shall not in the aggregate be less than seven (7) years.

Mr. Raftery presented to the meeting a proposal from Mr. Silverstone relative to a releasing contract, which was without formal motion, unanimously refused.

There was then presented by Mr. Raftery to the meeting the proposed deal with Sam Wood, the agreement calling for a period of seven years with a total of fourteen pictures, to be produced at the rate of two a year, the distribution terms to be identical to the terms contained in the Edward Small Productions contract. There would be no obligation to secure finances except on the first two pictures. On the first two pictures the production cost shall be limited to $600,000.00 per picture unless Cary Grant, Ginger Rogers, or a similar star appears in such picture, and in such event the cost of such picture shall not exceed $750,000.00. A formal financing

agreement shall be prepared which in effect shall give United Artists control over the budget and expenditure of the moneys in production. On the first picture, Mr. Wood shall defer his entire salary of $100,000.00 as Producer-Director and on the second picture he shall defer $50,000.00 of his $100,000.00 salary as Producer-Director, such deferment to be after all moneys used in the production of said photo-plays. There shall be no obligation for United Artists to obtain financing of any kind or character on the last twelve pictures.

After discussion it was agreed that in the event Mr. Wood was unable to finance the production of the twelve pictures after the first two, because of the fact that the first two were financially unsuccessful, then in such event Mr. Wood should agree to grant an option to United Artists Corporation, first to finance said pictures if so desired, or in the alternative, an option on his services, which option should be for the benefit of any producer using the facilities of United Artists for distribution, on terms and conditions similar to any that Mr. Wood might have on the outside. It was also understood that the financing agreement should be negotiated by the officers of this corporation prior to the execution of the agreement with Mr. Wood.

On motion duly made, seconded and unanimously carried, it was,

RESOLVED, that the proper officers of the corporation be duly authorized to execute the necessary agreements with Mr. Wood.

It was moved, seconded and unanimously carried as follows:

RESOLVED, that the officers of the corporation be, and they are hereby authorized to negotiate with a laboratory or other source for the loan of $1,000,000.00 to be used as so-called "end money", subject to the terms and conditions of existing agreements with the Guaranty Bank of New York, on such terms and conditions as the stockholders may approve, subject further to the order of the owners as to the disbursement of said proceeds.

There was next presented to the meeting a consideration of various resolutions heretofore presented and adopted by the Board or by the stockholders to the effect that the stockholder-owners, other than David O. Selznick Productions, Inc., would be entitled to borrow funds from the corporation for the purpose of producing motion picture photoplays to be released by the company, as well as the general interpretation of the so-called "favored nations clause" in the owners' contracts. It was the consensus of all stockholders that the favored nation clause applied only to terms of distribution.

In order to clarify the situation as to possible construction of previous resolutions relating to advancing funds to stockholder-owners Mary Pickford, Charles Chaplin and Alexander Korda, it was moved, seconded and unanimously carried, as follows:

RESOLVED, that any obligation of this corporation to loan moneys to stockholder-owners Mary Pickford, Charles Chaplin or Alexander Korda be limited to $150,000.00 for the purpose of and to be actually used in the production of each of the next two photoplays made by each said respective stockholder-owner and released through this corporation.

B e i t f u r t h e r,

RESOLVED, that at the option of either of said stockholder-owners, that the corporation shall loan $100,000.00 for each of the three next photoplays to be produced by such stockholder-owner and released through United Artists Corporation, under the same terms and conditions above set forth relative to the $150,000.00; that is, that said sum shall be advanced by United Artists Corporation if funds are available, and all funds advanced shall be actually used in the production of each of the next three photoplays to be made by said stockholder-owners.

B e i t f u r t h e r,

RESOLVED, that if any of said stockholder-owners request such a loan and within a reasonable time the Board of Directors shall determine that the corporation has not the financial ability to make any such loan when requested by any of the said stockholder-owners and such stockholder-owners so requesting such loan, upon being notified by the President of this corporation that the Board has determined that the corporation lacks the financial ability to make said loan consistent with conservative operation of the business of the corporation, such stockholder-owner shall have the right to make a photoplay on the outside for distribution by some other corporation, and the time consumed in making such outside photoplay shall be added to the contract between the respective stockholder-owner and the United Artists Corporation now in existence.

B e i t f u r t h e r,

RESOLVED, that if United Artists Corporation fails to make any such loan requested as hereinbefore provided, that in addition to extending the term

of the distribution contract between the respective stockholder-owners and United Artists Corporation, said United Artists Corporation shall be entitled to receive ten per cent (10%) of all moneys, compensation or interest, directly or indirectly received or acquired by such stockholder-owner for such outside photoplay, and shall have a lien on all benefits directly or indirectly received as a part of the consideration passing to the said stockholder-owner for the making of any such photoplay.

B e i t f u r t h e r,

RESOLVED, that the right to make an outside photoplay in lieu of the photoplay, finances for the making of which United Artists Corporation is unable to furnish, shall be limited to the next two photoplays produced by such stockholder-owner, whether produced for distribution by United Artists Corporation or whether produced as a substitute therefor, as herein provided.

B e i t f u r t h e r,

RESOLVED, that as a condition precedent to the loaning of any funds the stockholder-owner receiving any advance from this corporation shall enter into a proper financing agreement which shall contain all of the usual and customary provisions found in financing agreements between producers and loaning institutions, and in addition shall provide that the sums advanced shall be used wholly and solely in the production of a specific photoplay, of which photoplay the stockholder-owner shall be the executive producer actually in charge of production of said photoplay, and a further provision that the corporation shall receive 10% of the net profits to be realized from the marketing of any photoplay for which said sums are advanced, and in addition on condition that the party receiving the advance shall execute any mortgage, pledge, lien agreements or notes that may be called for in said finance agreement.

B e i t f u r t h e r,

RESOLVED, that each of the said stockholder-owners agrees that other than the right to make a photoplay for outside distribution in lieu of either or both of the next two photoplays produced by them in case financing is not available from United Artists Corporation, that there shall be no other recourse, remedy or action against United Artists Corporation in the event said corporation does not advance any or all loans requested, and that the sole remedy shall be the right above set forth to make an outside photoplay under the terms and conditions above set forth.

B e i t f u r t h e r,

RESOLVED, that all resolutions heretofore adopted by this corporation, either through its Board of Directors or stockholders, relating to moneys to be advanced to stockholders Mary Pickford, or Charles Chaplin, or Alexander Korda, be and the same are hereby annulled.

B e i t f u r t h e r,

RESOLVED, that it is the intention and purpose of the foregoing resolutions definitely and forever to clarify and settle the matters therein contained and that nothing therein contained is to be deemed or construed nor is anything intended to affect, amend, diminish or constitute a waiver on the part of David O. Selznick and/or David O. Selznick Productions, Inc., it being agreed that his rights and obligations are definitely defined in the existing contracts heretofore entered into between this company on or about the 7th day of October, 1941, and said David O. Selznick and David O. Selznick Productions, Inc.

Wherever in this resolution there appears the name Alexander Korda, it shall be deemed to mean Alexander Korda or any of the corporations with which Mr. Korda has been affiliated.

B e i t f u r t h e r,

RESOLVED, that it is not the intention of these resolutions to amend or alter in any particular the By-Laws of the corporation heretofore adopted and any amendments thereto now effective.

There being no further business, the meeting adjourned.

Loyd Wright
Secretary.

Edward L. Raftery
President.

Charge to the account of Loyd Wright, 1125 Board of Trade Bldg. $

DOMESTIC SERVICE DESIRED			
DOMESTIC		CABLE	
TELEGRAM		ORDINARY	
DAY LETTER		URGENT RATE	
SERIAL		DEFERRED	
OVERNIGHT TELEGRAM	X	NIGHT LETTER	
SPECIAL SERVICE		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise the message will be transmitted as a telegram or ordinary cablegram.

WESTERN UNION

1206-B

CHECK
ACCOUNTING INFORMATION
TIME FILED

R. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

Send the following telegram, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
January 23rd, 1942.

TO WESTERN UNION:

Please send the attached NIGHT LETTER, to the following:

The Pickford Corporation, 9533 Brighton Way, Beverly Hills, Calif;
Mr. Charles Chaplin, 1416 North La Brea, Hollywood, Calif;
Mr. Alexander Korda, and London Film Productions, Limited,
729 Seventh Avenue, New York, N. Y;
Mr. Alexander Korda 1040 North Las Palmas, Hollywood, Calif;
David O. Selznick Productions, Inc., 9336 Washington Blvd.,
Culver City, Calif.

Loyd Wright.

Charge to the account of Loyd Wright, 1165 Board of Trade Bldg. $

DOMESTIC		CABLE	
TELEGRAM		ORDINARY	
DAY LETTER		URGENT RATE	
SERIAL		DEFERRED	
OVERNIGHT TELEGRAM		NIGHT LETTER	
SPECIAL SERVICE		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise the message will be transmitted as a telegram or ordinary cablegram.

WESTERN UNION

1206-B

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK
ACCOUNTING INFORMATION
TIME FILED

Send the following telegram, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
January 23, 1942.

Please take notice that by order of the President, a special meeting of the stockholders of United Artists Corporation is hereby called to be held on Tuesday, January 27th, 1942, at the hour of 2:00 o'clock P. M., at Pickfair in Beverly Hills, California; the purpose of the meeting is to consider financial request of Mr. Korda, to consider production, distribution and finance deals with other producers, to consider request for cancellation of certain contracts and for such other business as may properly come before the meeting.

Loyd Wright.

WAIVER OF NOTICE OF SPECIAL MEETING OF THE

STOCKHOLDERS OF

UNITED ARTISTS CORPORATION.

We, the undersigned, being all of the stockholders of United Artists Corporation, do hereby waive notice of the special meeting of the stockholders of said corporation to be held on Tuesday, January 27th, 1942, at the hour of 2:00 o'clock P. M., at Pickfair in Beverly Hills, California, and do hereby consent to the holding of said meeting and the transaction of any and all business which may come before said meeting, and we do hereby approve and adopt the annexed minutes of said meeting and all action taken thereat.

Dated: January 27th, 1942.

THE PICKFORD CORPORATION,

By _____

_____
Alexander Korda.

_____
Charles Chaplin.

LONDON FILM PRODUCTIONS, LIMITED,

By _____

DAVID O. SELZNICK PRODUCTIONS, INC.,

By _____

MINUTES OF SPECIAL MEETING OF THE STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

A special meeting of the stockholders of United Artists Corporation was held on Tuesday, January 27th, 1942, at the hour of 2:00 o'clock P. M., at Pickfair, in Beverly Hills, California.

President Raftery called the meeting to order and upon roll call it was ascertained that all stockholders were present in person or by proxy excepting Alexander Korda and London Film Productions, Limited, who were represented by Mr. Peery Price pursuant to telegraphic instructions from Mr. Mendel Silberberg.

Mr. Price presented the telegram from Mr. Silberberg and stated that he had been advised that Mr. Silberberg held a proxy from Mr. Korda, which proxy provided for power of substitution. However, it was the consensus of opinion that the telegram did not constitute a proxy or a designation of a substitute; it was nevertheless ordered filed in the minute book next succeeding these minutes.

There were also present in addition to said stockholders and Mr. Raftery, the following: Mr. Gradwell Sears, Mr. Laudy Lawrence, Mr. George L. Bagnall, and the Secretary of the company.

The President assumed the chair, announced that a majority of stockholders was present and that the meeting was competent to proceed. The minutes of the meeting of January

6th, 1942, were read and upon motion made, seconded and carried by vote of all stockholders present and without dissenting voice of any one present, the same were approved as read.

Mr. Price was then asked by the President to leave the room as it was the intention to discuss a request of Mr. Alexander Korda for certain loans. Whereupon, there was read to the meeting the following telegram from Mr. Korda, to-wit:

"SAE 72 TWS PAID 3 W J NEW YORK NY 1-21-42 1229 P

EDWARD C. RAFTERY, PRESIDENT UNITED ARTISTS CORP.
AMBASSADOR HOTEL LOS A.

PURSUANT TO THE RESOLUTION OF BOARD DIRECTORS UNITED ARTISTS, I NOTIFY YOU HEREWITH THAT I HAVE STARTED PREPARATIONS AND ACQUIRED VARIOUS COPYRIGHTS FOR PRODUCING TWO FULL LENGTH FEATURE PICTURES THIS YEAR BOTH BASED ON TOLSTOY'S NOVEL, WAR AND PEACE. ON BASIS OF RESOLUTION OF BOARD DIRECTORS, I CALL ON YOU HEREWITH TO MAKE AVAILABLE FOR ME WITHIN THE NEXT SEVEN DAYS, THE SUM OF $150,000 FOR EACH OF THE TWO ABOVE MENTIONED PICTURES, ON EXACTLY THE SAME CONDITIONS AS THE FIRST $300,000 HAS BEEN LOANED TO ME UNDER THE SAME RESOLUTION. WILL YOU PLEASE NOTIFY ME IMMEDIATELY OF YOUR ABILITY TO PERFORM YOUR OBLIGATION.

ALEXANDER KORDA."

There was considerable discussion wherein it was pointed out that it was difficult to pass upon the telegraphic request because the request was premised upon an entirely different set of facts and upon a resolution that had been rescinded and substitute and subsequent resolutions adopted, to-wit, the resolutions adopted at the meeting of the stockholders on January 6th, 1942, at which Mr. Korda was present and for which resolutions Mr. Korda voted in the affirmative.

It was the consensus of opinion that pursuant to the terms and conditions of resolutions adopted at the stockholders' meeting of January 6th, 1942, it was the desire of the corporation to assist all stockholders mentioned therein.

Whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that Mr. Korda be advised that it is the desire and the intention of this corporation to assist the stockholder-owners referred to in said resolutions whenever it is consistent with the terms of the resolutions adopted at the stockholders' meeting of January 6th, 1942.
>
> B e i t f u r t h e r,
>
> RESOLVED, that the request of Mr. Alexander Korda contained in his telegram of January 21st, 1942, be given consideration by the Board of Directors and stockholders of the company as and when Mr. Korda presents a request which complies with the minutes of the meeting of the stockholders held on January 6th, 1942.

Mr. Raftery thereupon reported that the Cagney negotiations had progressed to a point where the parties had agreed upon a deal, but that the Cagneys both wished that no publicity of any kind be issued at this time because of their present appearance in a very important picture on the Warner lot. It was pointed out to the meeting that Mr. Price, who had been sent to the meeting by Mr. Korda to observe on his behalf, was a member of the firm that represented both RKO Radio Pictures and Columbia Pictures Corporation, and Mr. Raftery felt that it would

be a breach of his agreement with the Cagneys to discuss this matter in the presence of any one excepting the owners and officers of United Artists Corporation.

Mr. Raftery reported to the meeting that the deal which the management had been negotiating with James Cagney and William Cagney was one pursuant to which the exclusive services of both James Cagney and William Cagney would be contracted for by a corporation, the controlling stock of which would be owned by either or both of the said Cagneys, and that this corporation would enter into a distributing contract for the next five photoplays in which James Cagney shall be starred, to be produced by William Cagney as an employee of the corporation to be organized by the said Cagneys, the terms and conditions of which Mr. Raftery reported had been taken up separately with each stockholder-owner of this corporation by reason of the urgency of the matter, requirements of time and pursuant to precedent and direction of the owners to so conduct emergency matters.

Upon motion duly made, seconded and unanimously carried, it was,

> RESOLVED, that the acts of the officers of this corporation in accepting the verbal approval of the respective stockholders be, and the same are hereby ratified, approved and confirmed, and the said transaction and deal with James Cagney and William Cagney as presented to the stockholders, and the written contract prepared, by reason of said previous consents, be and the same are hereby approved and confirmed and the appropriate officers of the corporation be, and they are hereby authorized and instructed to execute the contracts with the said James Cagney and William Cagney for and on behalf of this corporation.

Mr. Price then returned to the meeting.

The Secretary thereupon presented to the stockholders the request of Mr. Harold Hurley that his distribution contract be terminated.

Whereupon, on motion duly made, seconded and unanimously carried, it was,

> RESOLVED, that the officers of the corporation enter into such agreement as counsel may prepare, terminating the existing distribution contract between this corporation and Mr. Harold Hurley, said termination as in all terminations, to carry appropriate waivers and general releases as directed by counsel for the corporation.

There was then presented to the meeting telegraphic communications from Mr. Aaron Fox relative to a proposed distribution contract, which was upon motion made, seconded and unanimously carried, denied.

Mr. Charles Chaplin thereupon advised the Secretary and the stockholders that it was his request and desire that Mr. Tim Durant be his representative upon the Producers' Committee.

There being no further business, the meeting adjourned.

Edward L. Rafferty
Chairman.

Attest:
Loyd Wright
Secretary.

STANDARD TIME — DATED

RECEIVED

TELEPHONE YOUR TELEGRAMS TO POSTAL TELEGRAPH

Postal Telegraph

THIS IS A FULL RATE TELEGRAM, CABLEGRAM OR RADIOGRAM UNLESS OTHERWISE INDICATED BY SYMBOL IN THE PREAMBLE OR IN THE ADDRESS OF THE MESSAGE. SYMBOLS DESIGNATING SERVICE SELECTED ARE OUTLINED IN THE COMPANY'S TARIFFS ON HAND AT EACH OFFICE AND ON FILE WITH REGULATORY AUTHORITIES.

Form 16

S.NA67 LC37N 49 NL=FR NEWYORK NY JAN 26 1942 JAN 27 AM 5 29

PEERY PRICE= 667

603 ROOSEVELT BLD LOSANGELES CALIF=

KORDA ASKS WE REPRESENT HIM AT UNITED MEETING SCHEDULED PICKFAIR TUESDAY JAN 27TH TWO THIRTY DOESNT WANT ANY ACTION REQUIRING OWNERS CONSENT WITHOUT HIS EXPRESS APPROVAL . CHECK MEETING PLANS WITHLOYD WRIGHT AND IF YOU UNABLE ATTEND HAVE SHEP PRESENT. AFTER MEETING WIRE OR AIR MAIL IMMEDIATE REPORT. REGARDS=

MENDEL.

UNITED ARTISTS CORPORATION

NOTICE OF BOARD OF DIRECTORS' MEETING

Regular Meeting of the Board of Directors of UNITED ARTISTS CORPORATION will be held at the office of the President of the corporation, at 729 Seventh Avenue, New York City, on Wednesday, February 25th, 1942 at 10:00 a. m. for the purpose of passing upon such matters as may come before the Board.

Dated February 20th, 1942.

PAUL D. O'BRIEN,
Assistant Secretary

February 25-26, 1942.

MINUTES OF REGULAR MEETING OF BOARD OF DIRECTORS

of

UNITED ARTISTS CORPORATION

Regular Meeting of the Board of Directors of United Artists Corporation was held in the President's office of the corporation at 729 Seventh Avenue, Borough of Manhattan, New York City, on the 25th day of February, 1942 and continued on the 26th day of February, 1942 at 10:00 a. m. pursuant to notice which is attached hereto.

There were present:

Messrs: Edward C. Raftery
Gradwell Sears
Laudy Lawrence
Arthur W. Kelly

constituting a quoum of the Board of Directors.

There was also present:

Mr. Paul D. O'Brien

Mr. Edward C. Raftery presided at the meeting and Mr. Paul D. O'Brien acted as Secretary.

1) ROMAINE FILM CORP.

After discussion, it was

RESOLVED that the Romaine Film Corporation be dissolved by counsel with the proper safeguards to protect the security of the banks.

2) SYLVIA SIDNEY

The meeting was advised that Sylvia Sidney owed certain sums of money to the United Artists Productions, Inc. and that she had put up as security for this debt certain jewelry. Many endeavors have been made to induce her to pay off this debt to release the jury but to no avail.

It was, therefore,

RESOLVED that the necessary steps be taken to sell the jewelry unless within the very immediate future Miss Sidney should pay the outstanding indebtedness.

3) ALEXANDER KORDA,

Mr. Raftery reported to the meeting that there were some $40,000 due in back pay for labor after a decision pertaining to producers in California. He reported that he had signed an agreement whereby the Bankers Trust Company of New York and Security-First National Bank of Los Angeles had advanced this $40,000 to General Service Studios in order to discharge this $40,000 liability of back pay and the agreement permitted the banks to recoup this $40,000 in addition to sums already loaned prior to United Artists' being able to recoup any of its loans. Mr. Raftery's action in signing the agreement was unanimously ratified, and the officers are hereby authorized to sign any further agreements in connection with such loans, which may be necessary and proper.

4) KORDA

Mr. Kelly read to the meeting letter dated February 17th, 1942 from Mr. Mendel Silberberg, Mr. Korda's attorney which letter set forth Mr. Korda's view on the favored nation clause. Mr. Raftery then read the exchange of correspondence concerning this matter so that the meeting was fully advised of its status.

5) KORDA

The matter of the $75,000 loan which was made to Mr. Korda and was still outstanding and unpaid and which would be due in a very short time was referred to counsel for investigation and study.

6) KORDA

After discussion, it was

RESOLVED, that the United Artists Corporation borrow the moneys it was entitled to borrow by virtue of the loan agreement with the Bankers Trust Company and the Security First National Bank of Los Angeles for loans respectively of $200,000 to finish the picture "JUNGLE BOOK" and $300,000 for prints of "JUNGLE BOOK", and that to effectuate the borrowing the officers of the corporation were authorized to execute such instruments as were approved by counsel,

And it was further,

RESOLVED, that the resolutions adopted at the meeting of the Board of Directors held on the 12th day of December, 1942 concerning this loan agreement be reworded and re-adopted to read as follows and that their adoption as re-worded be recorded as part of the meeting of the Board of Directors of December 12th, 1942 as though the minutes of said meeting had originally worded their adoption as herein written:

RESOLVED, that either the President or any Vice President of United Artists Corporation be and they hereby are authorized on behalf of United Artists Corporation:

1. To execute and deliver a loan agreement in the form presented to this meeting and of which a copy is filed with the minutes of this meeting, by which Bankers Trust Company, New York, and Security-First National Bank of Los Angeles agree to loan to this Corporation the sum of $300,000 to be used for the purchase of prints and advertising in connection with "Jungle Book", and a further sum of not to exceed $200,000 for the completion of "Jungle Book"; and

2. To execute and deliver any notes representing borrowings under either of said loans by and on behalf of the Corporation, to deliver the same to either or both of said banks, and to direct the disposition of the proceeds thereof, and to take any and all other actions and to execute and deliver any and all other agreements, assignments, documents or papers that may be necessary to carry out the terms of said agreements, including endorsement and delivery of any negotiable instruments in the name and on behalf of this Corporation; and

3. To execute and deliver an option agreement in the form presented to this meeting and of which a copy is filed with the minutes of this meeting, under which the Corporation may acquire the right to purchase any or all of the pounds sterling and Australian pounds and New Zealand pounds which may be converted into pounds sterling therein referred to and under the conditions therein described;

And it was further

RESOLVED, that the President or any Vice President of this Corporation be and they hereby are authorized on behalf of this Corporation to execute and deliver such other and further agreements or documents in connection with the aforesaid agreements as may in their judgment be necessary or advisable to carry out the intent and purpose of the aforementioned agreements, all such other and further agreements, however, to be subject to approval of counsel for the Corporation.

7) EDWARD SMALL

Mr. Raftery read to the meeting letter from Mr. Walker a representative of Edward Small setting forth certain contentions of Mr. Small concerning a sliding scale as the basis for determining the producer's share. The meeting was advised that since Mr. Small's contract contained no favored nation clause he was not legally entitled to his request.

8) UNITED ARTISTS PRODUCTIONS, INC.

The balance sheet for United Artists Productions, Inc. for the period ending January 31st, 1942 was presented to the meeting and made available to the respective directors for study.

9) UNITED ARTISTS PRODUCTIONS, INC.

The question of re-issuing the older productions owned by this company through another distributor or a state-righter was discussed. It was the consensus of the meeting that such a reissue would be unwise and Mr. Kelly was authorized to advise Mr. Bagnall that he should have destroyed all of the positives of these old productions but that he should store away the negatives.

It was also the consensus of the meeting that Mr. Bagnall should be further advised that he should shop around to see if any producer would lease or purchase the library of stock shots and other similar used items that had been accumulated by this company.

10) HAL ROACH -

After discussion it was unanimously

RESOLVED that United Artists Corporation pay the royalties due Electrical Research Products, Inc. on the ten (10) streamliners produced by Hal Roach and that advances by United Artists for this purpose on behalf of the producer should be recouped by United Artists from the first moneys of the producer's share to which Hal Roach would be entitled under his distribution agreement.

11) HAL ROACH

Mr. Kelly was authorized to purchase £50,000 sterling at $2.25 in accordance with the provisions of the agreement between United Artists Corporation and Hal Roach dated February 16th, 1942.

In order to accomplish this Mr. Kelly was authorized to substitute collateral satisfactory to Guaranty Trust Company for the Roach note so that the purchase of this pound security should be accomplished.

12) AUSTRALIA

The Australian subsidiary is authorized to invest £1000 of United Artists Australia blocked funds in Commonwealth War Loan Bonds at 2 1/8 for four to five years and in accordance with cable No. 0374 dated February 20th, 1942.

It was the sense of the meeting that the opportunity to invest the producers' blocked funds in such Commonwealth War Loan Bonds be referred to each respective producer.

13) ENGLAND

Mr. Kelly advised the meeting that there was a set-up in reserve in England of £60,000 as a precaution in the event that any sliding scale of distribution adopted in the future might be retroactive. He further advised the meeting that he had a letter from Price, Waterhouse & Co. in England advising him that if a sliding scale were adopted it would be necessary to reduce the commissions that were being paid by the English Company to the Delaware Company, and that in any event Price, Waterhouse & Co. did not feel that the Tax Department would view as a proper deduction if a sliding scale were adopted the commissions presently being deducted in England. The matter was tabled until a subsequent meeting when Mr. Laudy Lawrence would give to the meeting his recommendations, but Mr. Kelly was authorized to continue to hold the reserve in England.

14) LEGAL FEES

Mr. Kelly presented various bills for legal services arising out of anti-trust matters which were pending, but it was the consensus of this meeting that these bills should be handled as an operating expense, and that the officers from now on should approve their payment without the necessity of securing the approval of the Board of Directors to each bill.

15) JOHN KIERAN SHORT SUBJECTS

It was the consensus of the meeting that United Artists Corporation should not take over distribution of such short subjects.

16) REPUBLIC PICTURES IN SO. AMERICA

The advisability of taking over the distribution of the Republic pictures for South America was discussed and was tabled for further consideration.

The meeting then adjourned.

Paul D. O'Brien
Secretary of the Meeting

MINUTES APPROVED

Edward C. Raftery

Gradwell L. Sears

Arthur W. Kelly

Laudy Lawrence

George Bagnall

MINUTES OF INFORMAL MEETING OF THE STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

An informal meeting of the stockholders of United Artists Corporation was called at the request of the President, and held at Pickfair, in Beverly Hills, California, on Monday, March 16th, 1942, at the hour of 5:00 o'clock P. M.

Upon roll call it was ascertained that stockholders Mary Pickford, David O. Selznick and Charles Chaplin were present.

There were also present Mr. Edward C. Raftery, President, who assumed the chair, Mr. George L. Bagnall, and the Secretary of the corporation, Mr. Loyd Wright.

Mr. Raftery explained the correspondence he had had with Mr. Alexander Korda relative to extension of his loan, and the affairs of the company were reviewed in detail. It was the opinion of all present that Mr. Korda, together with Miss Pickford and Mr. Chaplin, should waive the right to demand any additional money, and that the By-Laws should be amended so that a three-fourths vote of the stockholders would be sufficient in any event.

It was also agreed that Mr. David O. Selznick would release Short Subjects made at the request of the

United States Government, at a twenty-five per cent distribution fee throughout the world.

The Goldwyn negotiations were discussed, the photoplay KUKAN was discussed, and it was agreed for Mr. Raftery to consummate a deal to distribute the same, preferably to obtain an option for two additional pictures.

The Stromberg deal was discussed and approved on the basis of no financing, and upon the terms as outlined by Mr. Raftery.

There being no further business, the meeting adjourned.

Edward C. Raftery
President.

Loyd Wright.
Secretary.

MINUTES OF INFORMAL MEETING OF THE STOCKHOLDERS

OF

UNITED ARTISTS CORPORATION.

An informal meeting of the stockholders of United Artists Corporation was called at the request of the President, and held at Pickfair, Beverly Hills, California, on Wednesday, April 1st, 1942, at the hour of 5:00 o'clock P. M.

Upon roll call it was ascertained that stockholders Mary Pickford, David O. Selznick and Charles Chaplin were present.

There were also present Mr. Edward C. Raftery, President, who assumed the chair, Mr. Gradwell Sears, Mr. George L. Bagnall, and the Secretary of the corporation, Mr. Loyd Wright.

The following deals were presented to the meeting:

The Rabinowitch deal which provided that he is entitled to financing upon the Edward Small terms;

The cartoons KNIGHTS OF THE ROUND TABLE were approved, if fully financed;

Report of progress on the Stromberg deal was made;

The Orson Welles Picture, untitled but known as Welles No. 4, in which Franchot Tone and Dolores Del Rio are cast, was approved upon the Edward Small terms, provided no financing was involved.

There being no further business to be presented, the meeting adjourned.

Edward C. Raftery
President.

Loyd Wright
Secretary.

729-7th Avenue,
New York, N.Y.

MINUTES of a Special Meeting of the Directors of United Artists Corporation, held June 25,1942 at 10.30 A.M. There were present the following:

Gradwell L. Sears,
Arthur W. Kelly,
Edward C. Raftery

Mr. Raftery acted as Chairman of the meeting and Mr. Kelly acted as Secretary of the meeting.

The President stated that due notice of the calling of the meeting had been given and that all of the Directors in the East were present. The purpose of the meeting was to arrange for a counter-signature of checks in addition to the present counter-signature and it was recommended by the President that Mr. Harry D. Buckley be elected as an Assistant Secretary of the company with power to countersign checks that have been signed by the Treasurer or Assistant Treasurer.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED that Harry D. Buckley be elected as Assistant Secretary of the company.

Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED that in addition to those persons already authorized to countersign checks, with the Treasurer or Assistant Treasurer as signator, or any other officer as signator, that Harry D. Buckley, Assistant Secretary of the company be, and he is hereby authorized to countersign all checks which have been signed by officers heretofore authorized and it was further ordered that the Secretary of the meeting be directed to furnish each and every bank with which the company does business or has checking accounts, a certified copy of this Resolution and that Mr. Harry D. Buckley furnish immediately specimen signatures.

There being no further business before the meeting, the meeting duly adjourned.

SECRETARY.

MINUTES APPROVED:

Gradwell L. Sears

Edward C. Raftery

729-7th Avenue,
New York, N.Y.

MINUTES of a Special Meeting of the Directors of United Artists Corporation, held June 25,1942 at 10.30 A.M. There were present the following:

Gradwell L. Sears,
Arthur W. Kelly,
Edward C. Raftery

Mr. Raftery acted as Chairman of the meeting and Mr. Kelly acted as Secretary of the meeting.

The President stated that due notice of the calling of the meeting had been given and that all of the Directors in the East were present. The purpose of the meeting was to arrange for a counter-signature of checks in addition to the present counter-signature and it was recommended by the President that Mr. Harry D. Buckley be elected as an Assistant Secretary of the company with power to countersign checks that have been signed by the Treasurer or Assistant Treasurer.

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RESOLVED that in addition to those persons already authorized to countersign checks, with the Treasurer or Assistant Treasurer as signator, or any other officer as signator, that Harry D. Buckley, Assistant Secretary of the company be, and he is hereby authorized to countersign all checks which have been signed by officers heretofore authorized and it was further ordered that the Secretary of the meeting be directed to furnish each and every bank with which the company does business or has checking accounts, a certified copy of this Resolution and that Mr. Harry D. Buckley furnish immediately specimen signatures.

There being no further business before the meeting, the meeting duly adjourned.

SECRETARY.

MINUTES APPROVED:

Gradwell L. Sears

Edward C. Raftery

New York, N.Y.
May 29,1942

I hereby resign as Vice-President
of the United Artists Corporation,
effective immediately.

L. L. Lawrence

L. L. Lawrence.

New York, N.Y.
May 29,1942

I hereby resign as a Director of the United Artists Corporation, effective immediately.

E. L. Lawrence.

New York, N.Y.
May 29,1942

I hereby resign all Directorships and all offices held by me in the United Artists Corporation, subsidiaries and affiliates.

L.B. Lawrence

L.B. Lawrence.

MINUTES OF SPECIAL MEETING OF STOCKHOLDERS

OF

UNITED ARTISTS CORPORATION

Pursuant to notice given by the Secretary, the stockholders of United Artists Corporation met at two o'clock p. m. on July 10, 1942, at Pickfair, Beverly Hills, California.

Upon roll call the following stockholders were found to be present, either personally or by proxy: Charles Chaplin; The Pickford Corporation, by Mary Pickford; Alexander Korda Film Productions, Limited, by Alexander Korda; and David O. Selznick Productions, Inc., by David O. Selznick.

There were also present Edward C. Raftery, President of the corporation, Arthur W. Kelly, Gradwell Sears, Charles E. Millikan, Assistant Secretary, Daniel T. O'Shea and George L. Bagnall.

The President instructed Charles E. Millikan, as Assistant Secretary, to act as Secretary of the meeting. Mr. Millikan read the notice of the meeting, including the original call and the telegraphic notices of postponement thereof and the affidavit of Loyd Wright, made with respect thereto, and was instructed to place said affidavit and notice in the minute book next succeeding the minutes of this meeting.

Upon motion made, seconded and carried, reading of the minutes of the last preceding and special meeting of stockholders held on

January 27, 1942, was waived.

President Raftery called upon Mr. Kelly to make a report with reference to the financial situation of the corporation. Mr. Kelly made this report following which there was an extended discussion of various items mentioned in his report.

Following the discussion of Mr. Kelly's report, Gradwell Sears was requested by the President to outline the proposed and contemplated productions which are assured and negotiations for which are pending or contemplated. During the course of the report and discussion by Mr. Sears, the matter of the corporation entering into a contract with the present owner of General Service Studios was discussed. Mr. Sears pointed out that in his opinion the real problem involved is a more basic one than can be relieved by Ben Bogeaus. In connection with this discussion, Mr. Selznick stated that the financial situation of United Artists Corporation will have to be determined and stabilized before he will be willing to deliver a picture for release--that he does not propose to have a picture like "Keys of the Kingdom" distributed by a receivership. After some further discussion, a motion was made by Mr. Korda, seconded and unanimously carried, that the following resolution be adopted:

> RESOLVED, that the management of this corporation be authorized to negotiate and enter into a contract with Ben Bogeaus for the production and distribution of a series of motion picture photoplays, upon terms and conditions which are satisfactory to the management and to general counsel

for this corporation upon the understanding that it is the opinion of the stockholders that said contract, by its provisions, should be made terminable in the event the producer fails to deliver motion picture photoplays at stated intervals to be determined by the management and also that starting dates for the first two pictures to be produced under the terms of the contract should be stated in the contract itself.

Thereupon further discussion of Mr. Sear's report and outline resulted in a motion by Mr. Korda, which was seconded and unanimously carried, that the following resolution be adopted:

RESOLVED, that the management of this corporation enter into a contract, upon terms and conditions to be approved by the management and by general counsel for the corporation, for the distribution of a so-called "animal picture" photographed on the Amazon River, which said picture is to be obtained from Mayfair Pictures, Inc.

BE IT FURTHER RESOLVED, that the management be authorized to enter into a contract for the distribution of a picture to be made by Tay Garnett and Reeves Espy and now entitled "Swing Family Robinson", upon the same terms as the terms stated in the Edward Small contract.

There followed a discussion of the suggestion of Arthur Kelly that the corporation establish a line of credit with Guaranty Trust Company of New York. No action with reference thereto was taken.

President Raftery outlined the discussions held between Mr. Raftery, Loyd Wright and Donald McDonnell, a representative of Blyth & Company, with reference to the underwriting of $3,000,000

in long term debentures. After an extended discussion, motion was made, seconded and unanimously carried, that the following resolution be adopted:

> RESOLVED, that Edward C. Raftery and Loyd Wright be authorized to continue their discussions with Donald McDonnell of Blyth & Company and to report thereon to the stockholders at such time as they may deem expedient.

Mr. Korda requested the stockholders to authorize Mr. Raftery as President of the corporation to sign an agreement giving effect to the prior action of the corporation which provides that if United Artists Corporation is unable to aid in financing two pictures to be made by Alexander Korda, then and in such event he shall be free to produce or direct two pictures for some other distributing corporation.

Motion was made by Miss Pickford, seconded by Mr. Selznick, and unanimously carried, that the following resolution be adopted:

> RESOLVED, that the President of this corporation be and he is hereby authorized to execute an agreement on behalf of this corporation giving effect to the prior action of the corporation which gives the consent of this corporation to Alexander Korda to make two pictures to be released by another distributing company, in the event United Artists Corporation is unable to and does not make a loan to Mr. Korda to aid in the financing of two productions.

Thereupon Mr. Korda left the meeting and during his absence President Raftery reported that Mr. Korda had asked for an extension of time for the payment of his personal loan, the amount

of which is now $75,000 principal and approximately $16,000 interest. After a brief discussion, a motion was made by Miss Pickford, seconded and unanimously carried, that the following resolution be adopted:

> RESOLVED, that the time for the payment of the personal loan by Alexander Korda to this corporation be and the same is hereby extended for the period of one year from the date of this meeting.

Mr. Selznick made a request that the minutes show that Miss Pickford and Mr. Chaplin, respectively, have heretofore waived and do now waive and agree to forego any loan from this corporation to them amounting to $150,000 per picture for two pictures. Mr. Raftery stated that minutes of a prior meeting show such waiver on the part of Miss Pickford and Mr. Chaplin.

At this point Mr. Korda returned to the meeting and was notified of the action of the stockholders authorizing the extension of the time for the repayment of his loan. Mr. Korda stated that he appreciated this action but that it was not satisfactory and he thereupon made a statement with reference to the reasons for his dissatisfaction with that action. After an extended discussion of the matter, motion was made by Miss Pickford, seconded by Mr. Chaplin, and unanimously carried, that the following resolution be adopted:

> RESOLVED, that the matter of the personal loan of Alexander Korda be referred to the President of this corporation, and if no mutually satisfactory arrangement can be made between Mr.

Korda and the President, acting for this corporation, that then and in such event the time for the repayment of said loan by Mr. Korda be extended for a period of three years from and after the date hereof.

Mr. Raftery discussed with the stockholders the proposal for the production of a motion picture based on "Porgy and Bess" by George Gershwin, and outlined the proposed deal being discussed with Arthur S. Lyons on behalf of the Gershwin estate. Thereupon a motion was made by Mr. Chaplin, seconded by Mr. Selznick, that the following resolution be adopted:

RESOLVED, that the management of this corporation be and they are hereby authorized to enter into a contract with the necessary parties which shall provide for the production and distribution of "Porgy and Bess" by George Gershwin, upon terms and conditions satisfactory to the management and to general counsel for the corporation.

Mr. Raftery next presented the matter of a motion picture to be based upon the play or story by William Saroyan entitled "Time of your Life", which is to be a Red Cross picture. After some discussion, motion was made, seconded and unanimously carried, that the following resolution be adopted:

RESOLVED, that the management of this corporation be authorized to enter into a contract for the distribution of the picture entitled "Time of your Life", based upon the story by William Saroyan, upon terms and conditions to be approved by the management and general counsel of this corporation.

Mr. Raftery presented the matter of possibility of amending the by-laws in certain respects so as to avoid the present requirement of unanimous consent of the stockholders. At this point, Mr. Chaplin asked to be excused from the meeting on account of an important engagement which he had and at which he was then almost an hour late. He thereupon withdrew from the meeting. Mr. Raftery stated that any discussion of the proposed amending of the by-laws must wait the attendance of all of the stockholders.

There followed an extensive discussion of the possibility of the corporation making a loan of dollars or of English pounds to Mr. Korda for the production of two photoplays. After the discussion had proceeded at length, a motion was finally made, seconded and unanimously carried, that the meeting adjourn, to reconvene on Monday, July 13, at two-thirty o'clock p. m. at Pickfair, in Beverly Hills, California.

Charles E. Millikan
---------- Assistant Secretary

PROXY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, a stockholder of UNITED ARTISTS CORPORATION, does hereby constitute and appoint Mary Pickford the proxy and attorney-in-fact of the undersigned, to vote and represent all shares of stock owned by the undersigned in said corporation at the meeting of its stockholders to be held on Friday, July 10, 1942, and at any and all adjournments thereof.

Said proxy and attorney-in-fact is hereby given discretionary authority with respect to matters to which the undersigned does not give voting specifications.

IN WITNESS WHEREOF, the undersigned has caused its corporate name and seal to be affixed hereto and this instrument to be executed by its President, this 10 day of July, 1942.

The Pickford Corporation
~~MARY PICKFORD COMPANY~~

By Mary Pickford
President

STATE OF CALIFORNIA,)
COUNTY OF LOS ANGELES.) ss.

LOYD WRIGHT, being by me first duly sworn, deposes and says:

That he is a resident of the County of Los Angeles, State of California, and is an officer of UNITED ARTISTS CORPORATION, a Delaware corporation, to-wit, the Secretary of said corporation.

That acting in his capacity as Secretary of said corporation and pursuant to its By-Laws, your affiant did, on June 26th, 1942, send a notice of the time and place of a special meeting of the stockholder-owners of said corporation to each such stockholder; that said notice was sent by mail as required by the By-Laws of said corporation and that a true copy of said notice is hereunto annexed to this affidavit; that said notice called for the holding of a meeting of the stockholders on Monday, July 6th, 1942, at the hour of 2:00 o'clock P. M.

That it became necessary to postpone said meeting, and affiant did on July 3, 1942, send a notice of the said postponement to each of the stockholders. That said notice was sent by telegraph and postponed the meeting to Wednesday, July 8th, 1942, at the hour of 2:00 o'clock P. M. That a copy of said notice is hereunto annexed to this affidavit.

That it later became necessary to further postpone said meeting and affiant did on July 7th, 1942, send a notice of said further postponement to each of the stockholders; that said notice was sent by telegraph and postponed the meeting to Friday, July 10th, 1942, at the hour of 2:00 o'clock P. M. That a copy of said notice is hereunto annexed to this affidavit.

Loyd Wright.

Subscribed and sworn to before me this 9th day of July, 1942.

Anita Barrett.
Notary Public in and for said County and State.

By letter: June 26, 1942.

TO MISS MARY PICKFORD,
MR. CHARLES CHAPLIN,
MR. DAVID O. SELZNICK,
MR. ALEXANDER KORDA:

Pursuant to instructions received from Ed Raftery, I am hereby calling a meeting of the stockholder-owners of United Artists Corporation, to be held at Pickfair on Monday, July 6th, 1942, at the hour of 2:00 o'clock P. M.

Hoping you can find it convenient to be present, I am,

Sincerely yours,

(Signed) Loyd Wright,
Secretary.

By Western Union: July 3, 1942.

TO WESTERN UNION:
Please send the attached telegram Day Letter to the following:

Mr. Charles Chaplin, 1085 Summit Drive, Beverly Hills, Calif;
Miss Mary Pickford, Pickfair, Beverly Hills, California;
Mr. David O. Selznick, 1050 Summit Drive, Beverly Hills, Calif;
Mr. Alexander Korda, 385 Copa de Oro, Bel-air, West Los Angeles.

Certain conversations and negotiations of great importance to you as a stockholder of United Artists have to be held by the management Monday afternoon and evening and probably Tuesday. I therefore suggest that you wire me your consent to postponing the meeting now called for Monday until Wednesday, July 8th, 1942, at Pickfair in Beverly Hills, at 2:00 o'clock P. M.

Respectfully,
Loyd Wright, Secretary.

By Western Union: July 7, 1942.

TO WESTERN UNION:
Please send the message below, Day Letter, to the following:

Miss Mary Pickford, Mr. Charles Chaplin, Mr. David O. Selznick and Mr. Alexander Korda.

At the direction of the President please be advised that the meeting of stockholders of United Artists Corporation is further postponed to Friday, July 10th, 1942, at Pickfair at 2:00 o'clock P. M. Postponement necessary in order to permit time for the officers to make a more complete report to the stockholders. Loyd Wright.

Charge to the account of Loyd Wright, 1121 Board of Trade Bldg $

CLASS OF SERVICE DESIRED			
DOMESTIC		CABLE	
TELEGRAM		ORDINARY	
DAY LETTER	X	URGENT RATE	
SERIAL		DEFERRED	
OVERNIGHT TELEGRAM		NIGHT LETTER	
SPECIAL SERVICE		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise the message will be transmitted as a telegram or ordinary cablegram.

WESTERN UNION

1206-B

CHECK
ACCOUNTING INFORMATION
TIME FILED

A. N. WILLIAMS, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

Send the following telegram, subject to the terms on back hereof, which are hereby agreed to

WANT A REPLY?
"Answer by WESTERN UNION" or similar phrases may be included without charge.

Los Angeles, California,
July 3, 1942.

TO WESTERN UNION:

Please send the attached telegram DAY LETTER to the following:

Mr. Charles Chaplin, 1085 Summit Drive, Beverly Hills, Calif;
Miss Mary Pickford, Pickfair, Beverly Hills, California;
Mr. David O. Selznick, 1050 Summit Drive, Beverly Hills, Calif;
Mr. Alexander Korda, 385 Copa de Oro, Bel-air, West Los Angeles.

Loyd Wright.

Charge to the account of

5

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		ORDINARY	
DAY LETTER		URGENT RATE	
SERIAL	X	DEFERRED	
OVERNIGHT TELEGRAM		NIGHT LETTER	
SPECIAL SERVICE		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise the message will be transmitted as a telegram or ordinary radiogram.

WESTERN UNION

1206-B

CHECK
ACCOUNTING INFORMATION
TIME FILED

A. N. WILLIAMS, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

Send the following telegram, subject to the terms on back hereof, which are hereby agreed to

WANT A REPLY?
"Answer by WESTERN UNION" or similar phrases may be included without charge.

Los Angeles, California,
July 8, 1942.

Certain conversations and negotiations of great importance to you as a stockholder of United Artists have to be held by the management Monday afternoon and evening and probably Tuesday. I therefore suggest that you wire me your consent to postponing the meeting now called for Monday until Wednesday, July 8th, 1942, at Pickfair in Beverly Hills, at 2:00 o'clock P. M.

Respectfully,

Loyd Wright, Secretary
United Artists Corporation.

WAIVER OF NOTICE OF MEETING OF
THE BOARD OF DIRECTORS OF
UNITED ARTISTS CORPORATION.

WE, the undersigned, being all of the Directors of UNITED ARTISTS CORPORATION, do hereby waive notice of a special meeting of the Board, to be held on Tuesday, August 11th, 1942 at the hour of 2:30 p. m. at the office of the corporation, 729 Seventh Avenue, Manhattan, New York City, and do hereby consent to the holding of said meeting and the transaction of any and all business which may come before said meeting, and we do hereby approve and adopt the minutes of said meeting and all action taken thereat.

Dated: August 11th, 1942.

Edward C. Raftery

Arthur W. Kelly

Gradwell L. Sears

MINUTES OF SPECIAL MEETING OF THE BOARD

OF DIRECTORS OF UNITED ARTISTS CORPORATION

August 11th, 1942.

Special Meeting of the Board of Directors of United Artists Corporation was held in the President's office of the corporation at 729 Seventh Avenue, Borough of Manhattan, New York City, on the 11th day of August, 1942 at 2:30 in the afternoon pursuant to call as provided by the By-Laws and pursuant to the foregoing waiver and consent.

There were present:

Messrs. Edward C. Raftery
Gradwell L. Sears
Arthur W. Kelly

constituting a quorum of the Board of Directors.

Mr. Edward C. Raftery presided at the meeting and Mr. Arthur W. Kelly acted as Secretary.

1) BRITISH GAUMONT PICTURES

Mr. Kelly submitted a plan on behalf of Arthur Lee which sought the physical distribution of British pictures by United Artists on the basis of ten percent (10%), an arrangement similar to that for British Gaumont pictures distributed by the Fox Company.

RESOLVED unanimously that the corporation was not interested.

2) REBATES

The following resolution is adopted:

Mr. Kelly, Vice President and Mr. H. J. Muller, Treasurer, are hereby authorized to give the necessary instructions to write upon the books the rebates due Mr. Charles Chaplin and Alexander Korda Films, Inc. on their various pictures affected under the Selznick Rebate Plan for the year 1941 on the basis of-

25% to $800,000 in U. S. A. and 10 thereafter;
25% to 50,000 in Canada and 10% thereafter;
25% to £ 70,000 in Great Britain and 10% thereafter, and
25% straight in all other foreign countries, except invaded countries.

3) HAYS ORGANIZATION DUES:

In answer to Mr. Muller's memorandum as to whether payment of dues should be made to the Hays Organization which payments had been stopped by the corporation since June 27th, 1942, it was

RESOLVED until further advice from the owners of the corporation was received the treasurer was to pay no further dues to the Hays Organization.

4) "IN WHICH WE SERVE"

Mr. Kelly reported that Columbia Pictures Corporation, London, had attempted to secure an injunction against the producer Two Cities Films, Ltd. of the picture "In Which We Serve" and that it had failed and the injunction had been denied.

In a telephonic conversation with Mr. T. Carr and our solicitor, Mr. Wellsford; Mr. Kelly agreed with them that the corporation should pay a deposit of £10,000, and payment of the £90,000 to be made on the delivery of the negative in New York after it has passed the censor and has been inspected by the laboratory to Two Cities Films Ltd., which payment is to be made only after Two Cities Films, Ltd. has given an indemnity in the event that Columbia Pictures should bring an injunction proceeding in the United States.

Mr. Kelly reported that he had discussed the matter with Mr. Jack Cohn of Columbia Pictures and with Mr. Charles Schwartz.

RESOLVED that the actions of Mr. Kelly were hereby approved.

5) GRABRIEL PASCAL

Mr. Kelly presented a verbal request of Mr. Pascal to make a $600,000 picture provided United Artists upon delivery of the negative would advance the cost in which event Mr. Pascal would give United Artists a participation in the profits, and that should United Artists not acquiesce he requested his immediate release from his present contract obligating him to deliver two pictures.

RESOLVED, Mr. Kelly was instructed to notify Mr. Pascal that the corporation was not in a position to acquiesce in his production plan in connection with a payment against the delivery of the negative, nor would the corporation release him of his obligation under his contract to deliver two pictures.

6) SONORO FILME LTD.

Mr. Kelly brought to the attention of the Board that the Federal Reserve Bank's request for additional information in connection with the $1,000 brought by Alexander Korda to United Artists on behalf of Sonoro Filme Ltd. of Portugal.

RESOLVED that Mr. Kelly instruct the proper employees to take the matter up with Sir Alexander Korda for additional information and to file that information with the Federal Reserve Bank and to follow the procedure necessary to secure the proper license to import this money.

7) CHARLES ROGERS PRODUCTIONS, INC.

Mr. Kelly reported that Charles Rogers Productions Inc. had submitted to United Artists' documents purported to be Distributor's Acceptances in connection with the agreements made by Charles Rogers Productions with the Bank of America, Standard Capital and General Service Studios respectively.

RESOLVED that after approval by Paul D.O'Brien the officers of the corporation were authorized to execute such documents and forward them to the respective parties.

8) JACK BENNY

The President, Mr. Raftery, presented to the Board the contract with Jack Benny for 12 pictures.

RESOLVED that Mr. Raftery be authorized to carry out the provisions of the contract in assisting the producer to secure additional financing; and it was further

RESOLVED that the Board congratulates Mr. Raftery and Mr. Bagnall for their accomplishment in securing this contract.

9) MONROE GREENTHAL

Mr. Sears informed the Board that Mr. Nelson, Chairman of the War Production Board had requested Mr. Greenthal's services there and that Mr. Sears with the approval of the Board had granted Mr. Greenthal a leave of absence to serve the government.

RESOLVED that the action of Mr. Sears is confirmed and that in addition thereto in connection with Mr. Greenthal's many years of service with the corporation that he should be kept on the payroll for eight weeks commencing with the week ending August 8th, 1942.

10) MAE WEST

Mr. Kelly presented a letter from Arthur Lee seeking a distribution contract for the Mae West picture.

RESOLVED that Mr. Lee be notified that the corporation would not enter into such a contract.

11) SIR ALEXANDER KORDA

Mr. Kelly reported at the request of Sir Alexander Korda that he had negotiated a private loan for him in the amount of $75,000 for a period of 90 days with Sir Alexander Korda's United Artists' stock as security with the Guaranty Trust Company of New York, Fifth Avenue Branch. The Bank, however, would not make the loan without a guarantee of purchase because the stock which was the security was unlisted. In order to expedite the matter Mr. Kelly personally guaranteed to buy the stock. Mr. Kelly then took it up with the Board of Directors and they deemed it to the interest of the company to assume his undertaking.

RESOLVED that the proper officers of the corporation are hereby authorized to sign the document requested by the Guaranty Trust Company copy of which is attached hereto and marked Exhibit "A".

12) OTHER DUTIES OF DIRECTORS

The President stated he felt that it was to the best interests of the company for each member of the Board of Directors to be responsible for a specialized operation of the company.

It was

RESOLVED, therefore, that Mr. Kelly in addition to his duties take over the supervision of the Foreign Department immediately but that Mr. Walter Gould remain as Foreign Manager.

The meeting then adjourned.

Arthur W. Kelly,
Secretary of Meeting

MINUTES APPROVED:

Edward C. Raftery

Gradwell L. Sears

EXHIBIT "A"

"TO GUARANTY TRUST COMPANY OF NEW YORK:

WHEREAS, as an inducement to you for, and in consideration of your making a loan to Sir Alexander Korda on August 12, 1942 in the sum of Seventy-five Thousand Dollars ($75,000) with interest at the rate of four percent (4%) per annum to run for three months with the right of a three-month renewal secured by the deposit and pledge of four thousand (4,000) shares of no par value stock of United Artists Corporation, which we, United Artists Corporation, agree to purchase on your demand, with agreement, to be thereafter reduced to writing, is as follows:

NOW, THEREFORE, pursuant to said premises and in consideration of the sum of One Dollar ($1.00) and other valuable considerations, to us in hand paid, receipt of which is hereby acknowledged, we do hereby for ourselves, our successors and assigns, agree to purchase from Guaranty Trust Company of New York on its demand and the latter agrees to sell to us the said four thousand (4,000) shares of no par value stock of United Artists Corporation, for the sum of Seventy-five thousand Dollars (75,000), provided that the demand to do so is made upon us in writing not later than seven (7) months from date hereof subject, however, to prior right of Sir Alexander Korda to pay off the loan and to receive delivery of the stock on or before the due dates of the loan or at the end of the renewal period. In the event of our failure to take up and to pay for this stock pursuant to this contract the Guaranty Trust Company of New York shall have the right to sell the stock at public or private sale, without demand, advertisement or notice, which are hereby waived, and to apply the net proceeds on account of the purchase price, we remaining liable for any deficiency.

IN WITNESS WHEREOF, we have hereunto set our hand and seal this day of August, 1942.

UNITED ARTISTS CORPORATION

ATTEST:

BY_____
Vice President

_____
Treasurer

A C C E P T E D:

GUARANTY TRUST COMPANY OF NEW YORK

ATTEST:

BY_____
Vice President

_____
Assistant Secretary

A P P R O V E D:

_____(LS)

WAIVER OF NOTICE OF MEETING OF
THE BOARD OF DIRECTORS OF
UNITED ARTISTS CORPORATION.

WE, the undersigned, being all of the Directors of UNITED ARTISTS CORPORATION, do hereby waive notice of a special meeting of the Board, to be held on Thursday, September 24th, 1942 at 4:30 p. m. at the office of the corporation, 729 Seventh Avenue, Manhattan, New York City, and do hereby consent to the holding of said meeting and the transaction of any and all business which may come before said meeting, and we do hereby approve and adopt the minutes of said meeting and all action taken thereat.

Dated September 24th, 1942.

EDWARD C. RAFTERY

ARTHUR W. KELLY

GRADWELL L. SEARS

MINUTES OF SPECIAL MEETING OF THE BOARD

OF DIRECTORS OF UNITED ARTISTS CORPORATION

September 24th, 1942.

Special Meeting of the Board of Directors of United Artists Corporation was held in the President's office of the corporation at 729 Seventh Avenue, Borough of Manhattan, New York City, on the 24th day of September, 1942, at 4:30 p. m. pursuant to call as provided by the By-laws and pursuant to the foregoing waiver and consent.

There were present:

Messrs. Edward C. Raftery
Gradwell L. Sears
Arthur W. Kelly

constituting a quorum of the Board of Directors.

Mr. Paul D. O'Brien, Assistant Secretary, also present.

Mr. Edward C. Raftery presided at the meeting and Mr. Paul D. O'Brien, who was elected Secretary of the meeting.

The President stated that the meeting was called for the purpose of authorizing the proper officers to enter into an agreement of guaranty in favor of Paramount Pictures, Inc.

RESOLVED, that either the President or Vice President of United Artists Corporation be and either of them is hereby authorized to execute a certain agreement of guaranty in favor of Paramount Pictures, Inc. wherein and whereby United Artists Corporation guarantees performance by United Artists Productions, Inc. of a certain agreement wherein and whereby United Artists Productions, Inc. purchase and acquire from Paramount Pictures, Inc. the following described motion pictures:

YOUNG AND WILLING
I MARRIED A WITCH
THE CRYSTAL BALL

The motion pictures produced or in various stages of production by Este, now entitled:

SILVER QUEEN
AMERICAN EMPIRE
BUCKSKIN FRONTIER

and the following Hopalong Cassidys:

UNDERCOVER MAN
LOST CANYON
BORDER PATROL
LEATHER BURNS
HOPALONG SERVES A WRIT
3 additional pictures starring Richard Dix
8 additional Hopalong Cassidy motion pictures

The President stated that it was also necessary to authorize the proper officers of the corporation to execute a Guaranty Agreement with the Guaranty Trust Company of New York, guaranteeing performance by United Artists Productions, Inc. under a loan agreement with said Bank.

RESOLVED, that Arthur W. Kelly, in his capacity as Vice-President, be and he hereby is authorized to execute a Guaranty Agreement with the Guaranty Trust Company of New York, which agreement guarantees the payment and performance by United Artists Productions, Inc., under a Loan Agreement which that corporation is entering into with the Guaranty Trust Company of New York simultaneously with the execution of said Guaranty Agreement.

The President advised the meeting that the corporation was entering into a Distribution Contract with United Artists Productions, Inc.

RESOLVED that the proper officers of the corporation be and they are hereby authorized to enter into a contract of distribution with United Artists Productions, Inc. for the distribution of the pictures enumerated in Schedule "B" attached to said distribution contract.

The President presented to the meeting a copy of the cablegram sent to Alexander Korda on September 23, 1942 by Messrs. Edward C. Raftery, Gradwell L. Sears and Arthur W. Kelly, which is as follows:

"SEPT 23, 1942
(VIA POSTAL)

(STRAIGHT CABLE)
ALEXANDER KORDA
HOTELCLARIDGE
LONDON (ENGLAND)

Dear Alex: It is unfortunate we cannot discuss our problems with you by telephone because we are certain any and all apparent misunderstandings would disappear in thin air STOP

"Please believe we propose nothing which is not for the best interests of Alexander Korda and we certainly have no intention now or ever of making any deal which is unfair to you or will react to your detriment STOP Please believe us STOP However there are certain problems confronting us which we must take cognizance of and overcome if we are to continue in business and make your stock valuable STOP For example: The Guaranty Trust Company does not object to Unitedartists giving you and Chaplin credit for your 1942 rebates STOP They do object however and so stated at time of original loan on 'TO BE OR NOT TO BE' that we could not pay retroactive rebates for 1941 until the cash position of the company was in such state as to permit payment and we will immediately establish a book credit for both you and Chaplin on the 1942 rebates both domestic and foreign upon which in the event of defreezing you could secure tremendous benefits STOP Please believe us there is no disposition on the part of management to change or in any way vitiate the new distribution terms which you, Chaplin, Pickford and Selznick voted yourselves at a stockholders meeting at Pickfair October 4, 1941 STOP We recognize you are not insisting upon cash payment of your 1941 distribution rebates instead you desire a credit on our books of the amounts due under this new distribution arrangement and we are perfectly willing to establish this credit providing Chaplin does not attempt to exact payment in cash of his rebates simultaneously which it should be obvious is impossible for us to consider STOP You will recall that you agreed with the banks, studio and Unitedartists when the additional $200,000 was advanced for completion of JUNGLEBOOK that the distribution terms would not be altered until these monies were paid STOP As of September 1, 1942 you owed General Service Studios approximately $700,000 and Unitedartists $500,000 plus interest plus $75,000 loan plus interest STOP In view of this and your cablegram to Pallos we see no real difference between your contentions and our contentions except as to the manner and method of bookeeping as we recognize fully your right to the rebates and your further rights to have the rebates applied on your indebtedness STOP Management in no respect is withdrawing its approval of release of Londfonfilms and this delayed merely to get proper papers and proceeding expeditiously STOP Regarding pound option we are sympathetic and believe our option should not be exercised until you have had sufficient time to put your affairs in order and management further believes it would be fair and considerate if your heirs were given one year to repurchase stock pledged at GUARANTY TRUST at price paid by United if United has to redeem stock STOP The Paramount deal appears to us to be solution of our problem and your problem because it provides

"completed pictures for immediate release and pictures upon which sufficient profit can be made to enormously enhance the cash position of the company STOP The Management therefore respectfully requests that you cable your immediate approval to the Paramount deal as submitted which we honestly feel is to your best interest Regards

RAFTERY, SEARS, KELLY."

Upon motion duly made and seconded, it was unanimously

RESOLVED that the action of Messrs. Edward C. Raftery, Gradwell L. Sears and Arthur W. Kelly in sending the above cablegram to Alexander Korda on September 23, 1942 is hereby ratified and approved.

There being no further business the meeting adjourned

Paul D. O'Brien
Secretary of Meeting

APPROVED:

Edward C. Raftery

Gradwell L. Sears

Arthur W. Kelly

WAIVER OF NOTICE OF MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION

WE, the undersigned being a quorum of the Directors of UNITED ARTISTS CORPORATION, do hereby waive notice of a meeting of the Board to be held on October 16th, 1942 at 2:30 p.m. at the office of the corporation, 729 Seventh Avenue, New York City, and do hereby consent to the holding of said meeting and the transaction of any and all business which may come before said meeting, and we do hereby approve and adopt the minutes of said meeting and all action taken thereat.

Dated: October16, 1942.

Edward C. Raftery

Arthur W. Kelly

Gradwell L. Sears

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MINUTES OF MEETING OF THE BOARD OF

DIRECTORS OF UNITED ARTISTS CORPORATION

Minutes of the Meeting of the Board of Directors of United Artists Corporation held in the President's Office of the corporation at 729 Seventh Avenue, Borough of Manhattan, New York City, on the 16th day of October, 1942, at 2:30 o'clock in theafternoon pursuant to call as provided by the By-laws and pursuant to the foregoing waiver and consent.

There were present:

Messrs. Edward C. Raftery,
Gradwell L. Sears
Arthur W. Kelly

constituting a quorum of the Board of Directors.

Mr. Edward C. Raftery presided at the meeting and Mr. Arthur W. Kelly acted as Secretary.

Mr. Kelly advised the Board that the meeting was called for the purpose of ratifying the acts of the officers of the corporation in executing a lease with Gore Bros. Inc. covering the premises at 1918 South Vermont Avenue, Los Angeles, California.

RESOLVED, that this corporation, UNITED ARTISTS CORPORATION, hereby ratifies, confirms and approves, and hereby adopts as the act and deed of this corporation, the execution by Arthur W. Kelly and H. J. Muller, as Vice President and Treasurer, respectively, of this corporation, and in behalf of this corporation, of that certain indenture of lease dated the 8th day of October, 1942, by and between Gore Bros. Inc. as Lessor, and United Artists Corporation, as Lessee, covering the premises known as 1918 South Vermont Avenue, in the City and County of Los Angeles, State of California, as in said lease provided, which lease is for the term of five (5) years, at the monthly rental of Three Hundred Fifty ($350.00) Dollars for the full term of this lease.

AND BE IT FURTHER RESOLVED, that said officers be and they are hereby authorized, empowered and directed in the name and on behalf of this corporation to do any and all acts and things necessary or proper in their judgment to carry out and make effective the obligations of this corporation in and under said lease above referred to;

AND BE IT FURTHER RESOLVED, that a duly certified copy of this resolution be forthwith deliyered by the secretary of this corporation to said Gore Bros. Inc.

The meeting thereupon duly adjourned.

Arthur W. Kelly, Secretary of Meeting

APPROVED:

EDWARD C. RAFTERY

GRADWELL L. SEARS

ARTHUR W. KELLY

WAIVER OF NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION

WE, the undersigned being a quorum of the Directors of United Artists Corporation, do hereby waive notice of a meeting of the Board to be held on November 27th, 1942 at 2:30 p. m. at the office of the corporation, 729 Seventh Avenue, New York City, and do hereby consent to the holding of said meeting and the transaction of any and all business which may come before said meeting, and we do hereby approve and adopt the minutes of said meeting and all action taken thereat.

Dated November 27th, 1942.

Edward C. Raftery

Arthur W. Kelly

Gradwell L. Sears

MINUTES OF SPECIAL MEETING OF THE BOAPD

OF DIRECTORS OF UNITED ARTISTS CORPORATION

November 27th, 1942.

Special Meeting of the Board of Directors of United Artists Corporation was held in the President's office of the corporation, at 729 Seventh Avenue, Borough of Manhattan, New York City, on the 27th day of November, 1942 at 2:30 p. m. pursuant to call as provided by the by-laws and pursuant to the foregoing waiver and consent.

There were present:

Messrs. Edward C. Raftery
Gradwell L. Sears
Arthur W. Kelly

constituting a quorum of the Board of Directors.

Mr. Edward C. Raftery presided at the meeting and Mr. Arthur W. Kelly acted as Secretary.

The President stated that the meeting was called for the purpose of authorizing the proper officers to execute the necessary documents concerning the financing of Hunt Stromberg Productions, Inc.

On motion duly made and seconded, it was

RESOLVED, that this corporation enter into an agreement dated November 25th, 1942, between Bankers Trust Company and Security-First National Bank of Los Angeles, (hereinafter referred to as "Banks"), Hunt Stromberg Productions, Inc.(hereinafter referred to as the "Producer"), and this corporation, a counterpart of which agreement was presented to the meeting, the principal features of which agreement are as follows:

The first photoplay contemplated by the agreement dated May 29th, 1942 between the Banks and the Producer is to be named "G STRING MURDERS" and to cost not in excess of $700,000., $50,000. of such cost representing compensation of Hunt Stromberg is to be deferred. The Banks are to finance the balance of the cost, 70% against the notes of the Producer, as provided in said agreement dated May 29, 1942, and 30% against the joint and several notes of the Producer and this corporation. The joint and several notes are to mature on or before March 1, 1944, or 12 months from the date of the general domestic release of the aforementioned

photoplay, whichever is the earlier.

The joint and several notes are to bear interest at the rate of 5% per annum.

The Distributor's fee, payable to this corporation, under its distribution agreement with the Producer, will be paid to the Banks until the joint and several notes are paid in full.

On or before 60 days after the general domestic release of the aforementioned photoplay, or April 30, 1943, whichever is the sooner, this corporation will deposit with the Banks, or cause United Artists Productions, Inc. to deposit with the Banks, $100,000. which deposit shall be applied on April 30, 1943 to make certain repayments if necessary, which under certain circumstances the Producer may be required to make under the agreement dated May 29, 1942, in case the Producer does not make said payments.

Claims of this corporation against the Producer in connection with the aforementioned photoplay are to be subordinated to the rights of the Banks as provided in said agreement dated November 25, 1942.

The President or any Vice President of this corporation is hereby authorized to execute and deliver such agreement and to execute and deliver such other instruments and take such other action as he deems necessary or advisable to carry out the purpose of the agreement dated November 25th, 1942 and the transactions referred to therein;

AND FURTHER RESOLVED, that inasmuch as the estimated production cost budget of such photoplay as actually received calls for a cost of $719,572, the President or any Vice President of this corporation is authorized to agree to the modification of the agreement dated November 25th, 1942, so as to recognize the cost of $19,572 in excess of such $700,000;

AND FURTHER RESOLVED, that this corporation execute and deliver the acceptance of the agreement in letter form, dated November 25th, 1942, addressed by Hunt Stromberg to the Producer, the Banks, this corporation and United Artists Productions, Inc. with reference to deferring the compensation of Hunt Stromberg in connection with the aforementioned photoplay, a counterpart of which agreement was presented to the meeting.

AND FURTHER RESOLVED, that this corporation execute and deliver the acceptance of the agreement in letter form dated November 25th, 1942 addressed by Hunt Stromberg to Hunt Stromberg Productions, Inc., Bankers Trust Company, Security-First National Bank of Los Angeles, United Artists Corporation and United Artists Productions, Inc. whereby Hunt Stromberg guarantees the completion of the photoplay referred to above.

The meeting thereupon duly adjourned.

Arthur W. Kelly
Secretary of Meeting

MINUTES APPROVED:

Edward C. Raftery

Arthur W. Kelly

Gradwell L. Sears

WAIVER OF NOTICE OF MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION

WE, the undersigned being a quorum of the Directors of UNITED ARTISTS CORPORATION, do hereby waive notice of a meeting of the Board of Directors to be held on December 10th, 1942 at 3:00 p. m. at the office of the corporation, 729 Seventh Avenue, New York City, and do hereby consent to the holding of said meeting and the transaction of any and all business which may come before said meeting, and we do hereby approve and adopt the minutes of said meeting and all action taken thereat.

Dated December 10th, 1942.

Edward C. Raftery

Arthur W. Kelly

Gradwell L. Sears

MINUTES OF SPECIAL MEETING OF THE BOARD

OF DIRECTORS OF UNITED ARTISTS CORPORATION

December 10th, 1942.

Special Meeting of the Board of Directors of United Artists Corporation was held in the President's office of the corporation at 729 Seventh Avenue, Borough of Manhattan, New York City, on the 10th day of December, 1942 at 3:00 p. m. pursuant to call as provided by the By-laws and pursuant to the foregoing waiver and consent.

There were present:

Messrs: Edward C. Raftery
Gradwell L. Sears
Arthur W. Kelly

constituting a quorum of the Board of Directors.

Mr. Edward C. Raftery presided at the meeting and Mr. Arthur W. Kelly acted as Secretary.

Mr. Kelly advised the Board that the meeting was called for the purpose of authorizing an officer of the corporation to execute a power of attorney to MOMSEN, FREEMAN & GOYTIA, and/or VICTOR GOYTIA, ROBERTO DANIEL GOYTIA, EDUARDO M. PASMAN and SANTIAGO CARMELO MASSA, in connection with the title "GOLD RUSH" in Argentine

"RESOLVED, that Arthur W. Kelly, Vice-President of this corporation, be and he is hereby authorized to appear before a Notary Public and execute a Power of Attorney in favor of MOMSEN, FREEMAN & GOYTIA, and/or VICTOR DANIEL GOYTIA, ROBERTO DANIEL GOYTIA, EDUARDO M. PASMAN and SANTIAGO CARMELO MASSA, jointly, separately, or in the alternative, giving and granting to them powers to contest and oppose the registration of the title 'LA QUIMERA DEL ORO', in Argentine; to appear before local, Federal and Judicial authorities and to take any and all steps and exercise any and all powers which the aforementioned Vice-President may consider advisable and including the power of substitution"

The meeting thereupon adjourned.

Arthur W. Kelly, Secretary of Meeting

MINUTES APPROVED:

Edward C. Raftery

Gradwell L. Sears

Arthur W. Kelly

Scanned from the United Artists collection at the Wisconsin Center for Film and Theater Research.

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www.marypickford.org

www.mediahistoryproject.org